



CORPORATION SERVICE COMPANY

RECORDATION NO. 26414 FILED

JUN 22 '06

3-18 PM

SURFACE TRANSPORTATION BOARD



CSC - SPRINGFIELD
801 Adlai Stevenson Drive
Springfield IL 62703

1-800-927-9801 Ext 3813
217-492-2727 FAX

To: SURFACE TRANSPORTATION BOARD **ATTENTION BARB SADLER**

From: April Oshea Ext 3813

Date: June 21, 2006

Order#: 193641/005

Re: EXELON GENERATION COMPANY, LLC

Please process the enclosed documents for the service indicated below.

PRIMARY STB FILING

RECEIPT SHOULD BE IN OUR OFFICE: 07/05/2006
PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

XX Check is enclosed.

Mailing Instructions:

XX Return the filing acknowledgement to my attention.

Special Instructions/Notes:

Please call immediately if there are any problems or questions with this paperwork. Thank you for your assistance in this matter.

Enclosures:

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 17TH day of APRIL, 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and Pennsylvania EXELON GENERATION COMPANY LLC, a limited liability company, with an address at 300 Exelon Way, Kennett Square, PA 19348 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Net Railcar Lease (the "Lease") dated as of APRIL 17, 2006 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Catherine Stigeb
Name: Catherine Stigeb
Title: Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

EXELON GENERATION COMPANY LLC

By: Ian McLean
Name: Ian McLean
Title: President of Exelon Power Team
An Officer of Exelon Generation Company, LLC

Schedule A

Number of Cars

Equipment Description

250

4,200 C.F. aluminum bottom discharge coal hopper

1	EXEX	6000	53	EXEX	6052	105	EXEX	6104
2	EXEX	6001	54	EXEX	6053	106	EXEX	6105
3	EXEX	6002	55	EXEX	6054	107	EXEX	6106
4	EXEX	6003	56	EXEX	6055	108	EXEX	6107
5	EXEX	6004	57	EXEX	6056	109	EXEX	6108
6	EXEX	6005	58	EXEX	6057	110	EXEX	6109
7	EXEX	6006	59	EXEX	6058	111	EXEX	6110
8	EXEX	6007	60	EXEX	6059	112	EXEX	6111
9	EXEX	6008	61	EXEX	6060	113	EXEX	6112
10	EXEX	6009	62	EXEX	6061	114	EXEX	6113
11	EXEX	6010	63	EXEX	6062	115	EXEX	6114
12	EXEX	6011	64	EXEX	6063	116	EXEX	6115
13	EXEX	6012	65	EXEX	6064	117	EXEX	6116
14	EXEX	6013	66	EXEX	6065	118	EXEX	6117
15	EXEX	6014	67	EXEX	6066	119	EXEX	6118
16	EXEX	6015	68	EXEX	6067	120	EXEX	6119
17	EXEX	6016	69	EXEX	6068	121	EXEX	6120
18	EXEX	6017	70	EXEX	6069	122	EXEX	6121
19	EXEX	6018	71	EXEX	6070	123	EXEX	6122
20	EXEX	6019	72	EXEX	6071	124	EXEX	6123
21	EXEX	6020	73	EXEX	6072	125	EXEX	6124
22	EXEX	6021	74	EXEX	6073	126	EXEX	6125
23	EXEX	6022	75	EXEX	6074	127	EXEX	6126
24	EXEX	6023	76	EXEX	6075	128	EXEX	6127
25	EXEX	6024	77	EXEX	6076	129	EXEX	6128
26	EXEX	6025	78	EXEX	6077	130	EXEX	6129
27	EXEX	6026	79	EXEX	6078	131	EXEX	6130
28	EXEX	6027	80	EXEX	6079	132	EXEX	6131
29	EXEX	6028	81	EXEX	6080	133	EXEX	6132
30	EXEX	6029	82	EXEX	6081	134	EXEX	6133
31	EXEX	6030	83	EXEX	6082	135	EXEX	6134
32	EXEX	6031	84	EXEX	6083	136	EXEX	6135
33	EXEX	6032	85	EXEX	6084	137	EXEX	6136
34	EXEX	6033	86	EXEX	6085	138	EXEX	6137
35	EXEX	6034	87	EXEX	6086	139	EXEX	6138
36	EXEX	6035	88	EXEX	6087	140	EXEX	6139
37	EXEX	6036	89	EXEX	6088	141	EXEX	6140
38	EXEX	6037	90	EXEX	6089	142	EXEX	6141
39	EXEX	6038	91	EXEX	6090	143	EXEX	6142
40	EXEX	6039	92	EXEX	6091	144	EXEX	6143
41	EXEX	6040	93	EXEX	6092	145	EXEX	6144
42	EXEX	6041	94	EXEX	6093	146	EXEX	6145
43	EXEX	6042	95	EXEX	6094	147	EXEX	6146
44	EXEX	6043	96	EXEX	6095	148	EXEX	6147
45	EXEX	6044	97	EXEX	6096	149	EXEX	6148
46	EXEX	6045	98	EXEX	6097	150	EXEX	6149
47	EXEX	6046	99	EXEX	6098	151	EXEX	6150
48	EXEX	6047	100	EXEX	6099	152	EXEX	6151
49	EXEX	6048	101	EXEX	6100	153	EXEX	6152
50	EXEX	6049	102	EXEX	6101	154	EXEX	6153
51	EXEX	6050	103	EXEX	6102	155	EXEX	6154
52	EXEX	6051	104	EXEX	6103	156	EXEX	6155

Schedule A

Number of Cars			Equipment Description		
250			4,200 C.F. aluminum bottom discharge coal hopper		
157	EXEX	6156	209	EXEX	6208
158	EXEX	6157	210	EXEX	6209
159	EXEX	6158	211	EXEX	6210
160	EXEX	6159	212	EXEX	6211
161	EXEX	6160	213	EXEX	6212
162	EXEX	6161	214	EXEX	6213
163	EXEX	6162	215	EXEX	6214
164	EXEX	6163	216	EXEX	6215
165	EXEX	6164	217	EXEX	6216
166	EXEX	6165	218	EXEX	6217
167	EXEX	6166	219	EXEX	6218
168	EXEX	6167	220	EXEX	6219
169	EXEX	6168	221	EXEX	6220
170	EXEX	6169	222	EXEX	6221
171	EXEX	6170	223	EXEX	6222
172	EXEX	6171	224	EXEX	6223
173	EXEX	6172	225	EXEX	6224
174	EXEX	6173	226	EXEX	6225
175	EXEX	6174	227	EXEX	6226
176	EXEX	6175	228	EXEX	6227
177	EXEX	6176	229	EXEX	6228
178	EXEX	6177	230	EXEX	6229
179	EXEX	6178	231	EXEX	6230
180	EXEX	6179	232	EXEX	6231
181	EXEX	6180	233	EXEX	6232
182	EXEX	6181	234	EXEX	6233
183	EXEX	6182	235	EXEX	6234
184	EXEX	6183	236	EXEX	6235
185	EXEX	6184	237	EXEX	6236
186	EXEX	6185	238	EXEX	6237
187	EXEX	6186	239	EXEX	6238
188	EXEX	6187	240	EXEX	6239
189	EXEX	6188	241	EXEX	6240
190	EXEX	6189	242	EXEX	6241
191	EXEX	6190	243	EXEX	6242
192	EXEX	6191	244	EXEX	6243
193	EXEX	6192	245	EXEX	6244
194	EXEX	6193	246	EXEX	6245
195	EXEX	6194	247	EXEX	6246
196	EXEX	6195	248	EXEX	6247
197	EXEX	6196	249	EXEX	6248
198	EXEX	6197	250	EXEX	6249
199	EXEX	6198			
200	EXEX	6199			
201	EXEX	6200			
202	EXEX	6201			
203	EXEX	6202			
204	EXEX	6203			
205	EXEX	6204			
206	EXEX	6205			
207	EXEX	6206			
208	EXEX	6207			